

MEMORANDUM OF NON-DRILLING OIL AND GAS LEASE

West Virginia

The undersigned Robey L. Woods, and Judy A. Woods, his wife,of Rd 1 Box 221 B, Glen Easton, WV, 26039 as Lessor

→ and **TriEnergy Holdings, LLC, P.O. Box 89, Sewickley, PA 15143**, as Lessee, entered into an Oil and Gas Lease as of the 15th day of March, 2011. Said lease covers all that certain tract of land situate in the District of Cameron, in Cameron Marshall County, State of West Virginia, bounded and described generally as follows:

On the North by: n/f:

On the East by: n/f:

On the South by: n/f:

On the West by: n/f:

Tax Parcel No: 3-11B-8

Containing 1.7 acres, more or less, being the same land conveyed by _____ and recorded in the records of said county in Book 487, Page 477.

Under the terms of the aforesaid lease, the said property was leased by Lessor to Lessee for a term of Five (5) years from the date thereof and so long thereafter as oil or gas are produced from said land in paying quantities or the lease is otherwise maintained pursuant to the provisions thereof.

Under the terms of said lease, the Lessee has a first option to renew the lease for a further like term, which option must be exercised within sixty (60) days of the expiration of the initial primary term of said lease.

Dated: March 15th, 2011.

WITNESS:

Jan Pest
MARSHALL County 02:20:47 PM
Instrument No 1305661
Date Recorded 06/03/2011
Document Type O&G
Pages Recorded 2
Book-Page 734-328
Recording Fee \$5.00
Additional \$6.00

LESSOR:

Robey L. Woods (SEAL)
Robey L. Woods

Judy A. Woods (SEAL)
Judy A. Woods

Approved by:

Joseph E. Bojalad, President

TriEnergy Holdings, LLC

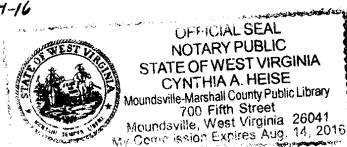
State of West Virginia)
County of Marshall)

ss:

On the 15 day of March in the year 2011, before me, the undersigned, a Notary Public in and for said state, personally appeared Robey L. Woods, and Judy A. Woods, his wife,

personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

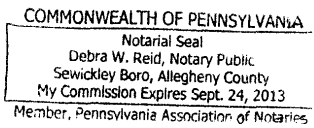
My Commission Expires: 8-17-16

Cynthia A. Heise
Notary Public

CORPORATIONState/Commonwealth of: PennsylvaniaCounty of: Allegheny SS:

Before me a Notary Public in and for said county and state personally appeared: Joseph E. Bojalad the President of TriEnergy Holdings, LLC, the above named corporation, who acknowledged to me that they did execute the foregoing instrument for and on behalf of said corporation, pursuant to authority so to do of said corporation and that the same is the free act and deed of said corporation and of themselves as such officers, for the uses and purposes therein set forth.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal at Sewickley, Pa this 24th day of May, 2011.

My Commission expires: 9/24/2013

Debra W. Reid
Notary Public

STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 15th day of March, 2011, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 3rd day of June, 2011 at 2:20 o'clock P.M.

TESTE: Jan Pest Clerk.